

## BYLAWS OF

### THE AMERICAN ASSOCIATION OF ENDOCRINE SURGEONS

#### I CORPORATION

- 1.1 NAME.** The name of the corporation is The American Association of Endocrine Surgeons.
- 1.2 PURPOSES.** The purposes for which the corporation is organized are as follows: The corporation is organized exclusively for the purposes set forth in Sections 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The objects of the corporation shall include: (1) advancement of the science and art of endocrine surgery and (2) maintenance of high standards in the practice and art of endocrine surgery; and doing anything reasonably in furtherance of, or incidental to, the foregoing purposes as the Council may determine to be appropriate and as are not forbidden by Section 501(c) (3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Illinois.
- 1.3 NONPROFIT OPERATION.** The corporation shall be operated exclusively for scientific, literary and educational purposes within the meaning of Section 501(c) (3) of the Code as a nonprofit corporation. No Councilor or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any Councilor, member, officer or any individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

#### II MEMBERSHIP

- 2.1 MEMBERSHIP.**
- A.** Membership in this Association shall be limited to physicians, surgical clinical care providers or scientists of good professional standing, who have a major interest and devote significant portions of their practice or research to endocrine surgery, and who are certified by the appropriate specialty boards as noted in Section B below.

**B. Types of Members.** There shall be seven types of members: Active, Senior, Allied Specialist, Honorary, Corresponding, Candidate, and Resident/Fellow and Affiliate Providers.

1. **Active members** shall consist of original charter members and all members subsequently elected until they become eligible for senior membership. The number of active members shall not be limited.
  - 1a. The candidates for Active membership would have attended at least two annual meetings (hereinafter “assembly”) of the American Association of Endocrine Surgeons prior to their application;
  - 1b. The candidates for Active membership should be able to provide evidence of special interest in endocrine surgery;
  - 1c. The candidates for Active membership must be certified by the American Board of Surgery or its equivalent in Canada (FRCSC), Central America, Mexico, and South America. In addition, membership shall be limited to Fellows of the American College of Surgeons or its international equivalent. Candidates are eligible to apply for Active membership as long as their application for Fellowship in the American College of Surgeons or its international equivalent is submitted. Their membership application will be finally approved once they confirm that fellowship status was obtained.
2. **Senior members** shall consist of Active or Corresponding members who have reached the age of 65 years or who have retired from active practice. Senior members shall have all the responsibilities and privileges of Active or Corresponding members, excepting those regarding attendance at assemblies. Senior members are not required to pay dues, but may be asked on an annual basis to make a donation to the Society.
3. **Honorary members** shall consist of individuals who have made outstanding contributions to the discipline of endocrine surgery. They shall have no voting privileges, are not eligible for election as officers, and are not subject to assessment for dues.
4. **Corresponding members** shall consist of individuals who meet all the same qualifications in their respective countries as active members. They shall have no voting privileges, are not eligible for election as officers, shall attend one annual meeting and may be subject to dues at a reduced amount.

5. **Allied Specialist members** shall consist of specialists with American Board certification in their respective field or its equivalent in Canada, Central America, Mexico and South America. In addition, Allied Specialist membership shall be limited to Fellows of the American College of Surgeons, FACE, FACR, FACP, ACP etc. or their international equivalent. Allied Specialist members shall have demonstrated a significant commitment to and documented excellence in clinical practice, education, and/or research in their area(s) of practice within endocrine surgery. Non-physician scientists (PhD) with a demonstrated interest in, and who have made significant contributions to, the field of endocrine surgery, are also eligible for membership under the Allied Specialist category. Allied Specialist members must have attended at least two assemblies of the AAES prior to their application for membership. Allied Specialist members shall pay dues as levied by the Council and approved by the membership, shall have voting privileges, are subject to attendance requirements, shall attend the annual meeting, can serve on committees, and are not eligible for election to office or Council.
  
6. **Candidate members** shall consist of individuals who have completed their surgical training and who are awaiting qualification as Active members. Candidate members are required to pay dues at a reduced rate, do not have voting rights, and may register for the annual meeting at a reduced rate. Candidate membership will be limited to a period of time no more than three years following completion of all continuous training to include residency and fellowship(s). A letter of sponsorship from an Active, Corresponding, Allied, or Senior AAES member will be sufficient to be considered as a Candidate member. Current Resident/Fellow members will be transitioned to a candidate status automatically at the end of their training. An additional application will not be required to switch to a Candidate status. Candidate members are strongly urged to attend the annual meeting but need not have attended a prior meeting. Candidate members shall not have the right to attend the annual business meeting, are not eligible for election to office or Council and cannot act as sponsors for membership or submissions to the annual meeting.
  
7. **Resident/Fellow members** shall consist of individuals, who are currently training, either as surgical residents or fellows. Resident/Fellow members are required to pay dues at a reduced rate, do not have voting rights, and may register for the annual

meeting at a reduced rate. Resident/Fellow membership is limited to the time that an individual is in a residency, research, or clinical fellowship training program. A letter of sponsorship from an Active, Corresponding, Allied, or Senior AAES member will be sufficient to be considered as a Resident/Fellow member. If there is no AAES member available to the Resident/Fellow, a letter from a Program Director or Chair of Surgery will suffice. Attendance at a prior meeting of the AAES is not required. Resident/Fellow members will become Candidate members upon completion of their training. Resident/Fellow members shall not have the right to attend the annual business meeting and are not eligible for election to office or Council and cannot act as sponsors for membership or submissions to the annual meeting.

8. **Affiliate Provider Members** Affiliate Provider Members shall consist of nurse practitioners, physician's assistants, nursing specialists and other non-physician health care providers with certification in their respective fields in the United States, Canada, Central America, Mexico or South America. Affiliate Providers shall have demonstrated significant commitment to and documented excellence in clinical practice, education and/or research in endocrine surgery and must have attended at least one assembly of the AAES prior to their application for membership. Affiliated Providers shall pay Dues as levied by the Council and approved by the membership, are subject to attendance requirements, can serve on committees, do not have voting privileges, and are not eligible for election to office or Council. Affiliate Provider members will become members upon review of the membership committee and do not need to be voted on by the full membership.

### **C. Election of New Members**

1. Physicians fulfilling the requirements for Active or Allied Specialist membership stated in paragraphs 2.1A and 2.1B of these Bylaws who reside in the United States, Canada, Central America, Mexico or South America may be eligible for Active membership or Allied Specialist membership.
2. Application forms for Active, Corresponding and Allied Specialist membership shall be provided to the Membership Committee at least two months prior to the Annual Meeting. Completed applications shall be reviewed by the Membership Committee, which has the right to accept or reject any application for membership in the Association. Names of prospective members recommended for election by the

Membership Committee shall be submitted to the membership at the annual assembly.

Election shall be made by secret ballot, by a three-fourths affirmative vote of the members present at the annual business meeting at a set time deemed appropriate (within 90 days) following the annual meeting. Affiliate members shall be cleared by the membership committee chair and will not require formal vote by the membership at the annual assembly. A prospective member who fails to be elected at one assembly may be considered at the next two annual assemblies of the Association. If election fails a third time, the prospective member's application may be resubmitted after a two-year interval.

3. Prospective members for honorary membership shall be proposed in writing to the Council through the Secretary-Treasurer. Prospective members approved by the Council will be elected by three- fourths affirmative vote of the Council and officers present.
4. Active members in good standing who subsequently take up practice in geographic areas outside of the United States, Canada, Central America, Mexico, or South America shall be changed to corresponding members of the Association.
5. Sponsors and endorsers shall be Active, Allied, Corresponding, or Senior members.

**D. Dues.** Dues and assessments shall be levied by the Council and approved by the membership at the annual assembly.

**E. Resignations / Expulsions**

1. Resignations of members otherwise in good standing shall be accepted by majority vote of the Council.
2. Charges of unprofessional or unethical conduct against any member of the Association must be submitted in writing to Council. The Council's concurrence or disallowance of the charges shall be presented to the membership at the annual assembly executive session. A three-fourths affirmative vote of the members present shall be required for expulsion.
3. Any Active or Allied Specialist member who is absent from three consecutive annual assemblies without adequate explanation of this absence made in writing to the Secretary-

Treasurer shall be dropped from membership in the Association by vote of the Council. Membership may be reinstated by vote of the Council.

4. Any member whose dues remain unpaid for a period of one (1) year shall be dropped from membership, provided that notification of such a lapse beginning at least three (3) months prior to its effective date. The member may be reinstated following payment of the dues in arrears on approval of the Council.

**2.2 PLACE OF ASSEMBLIES.** Annual and special assemblies of the members shall be held at such time and place as shall be determined by the Council.

**2.3 ANNUAL ASSEMBLY.** The annual assembly of the members of the corporation for election of Officers and Councilors and for such other business as may come before the assembly shall be held on such date and hour as shall have been determined by the members (or if the members have not acted, by the Council or the Chairperson), and stated in the notice of the assembly. If for any reason the annual assembly is not held on the determined date of any year, any business which could have been conducted at an annual assembly may be conducted at any subsequent special or annual assembly or by consent resolution.

- A. During the annual assembly, there shall be an AAES Business Meeting of the membership. The business of the association shall be conducted at this time. The report of the nominating committee shall be presented to the membership during the AAES Business Meeting. Nominations may be made from the floor. Officers of the Association and Council members shall be elected by majority vote of the Active, Allied Specialist, and Senior members during the AAES Business Meeting.
- B. Any member of the Association may invite one or more guests to attend the annual assembly.
- C. Abstracts for consideration for presentation must be authored or sponsored by a member of the following categories: Active, Corresponding, Senior, Honorary, or Allied Specialist.

**2.4 SPECIAL ASSEMBLIES.** Special assemblies of the members of the corporation may be called by the Council or the President and shall be called by the President or the Secretary-Treasurer at the written request of any 30 members of the corporation. No business may be transacted at a special assembly except the business specified in the notice of the assembly.

**2.5 NOTICE OF ASSEMBLIES OF MEMBERS.** Except as otherwise provided by statute, written notice of the place, day, and hour of the assembly and in the

case of a special assembly, the purpose or purposes for which the assembly of the members of the corporation is called, shall be given not less than five (5) nor more than sixty (60) days before the date of the assembly to each member, either personally or by mailing such notice to each member at the address designated by the member for such purpose or, if none is designated, at the member's last known address.

- 2.6 WAIVER OF NOTICE.** Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Act of the State of Illinois or under the provisions of the articles of incorporation or bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.
- 2.7 QUORUM OF MEMBERS ENTITLED TO VOTE.** A minimum of thirty (30) members eligible to vote shall constitute a quorum at the annual assembly to effect changes in the bylaws of the Association, to make assessments, to authorize appropriations or expenditures of money other than those required in the routine business of the Association, to elect officers, Council members and members, and to expel members. For the transaction of other business, the members entitled to vote present at any annual assembly shall constitute a quorum.

### **III COUNCIL**

- 3.1 COUNCIL.** The business and affairs of the corporation shall be managed by or under the direction of a Council which is the governing body of the corporation. The Council shall meet as often as necessary to conduct the business of the corporation.
- 3.2 NUMBER AND SELECTION OF COUNCIL.** The Council shall consist of the officers of the Association, the three immediate past Presidents, and six other Council members, as the membership shall from time to time determine. The Council shall be elected by majority vote of the Active, Allied, and Senior membership during the AAES Business Meeting at its annual assembly and vacancies shall be filled in the manner specified in Section 3.4 below. Councilors (other than those elected to fill vacancies) shall serve for three (3) year terms, with two (2) Councilors being elected annually so as to provide overlapping terms.
- 3.3 REMOVAL.** Any Councilor may be removed from office with cause at any annual or special assembly of the members. No Councilor may be removed except as follows: (1) A Councilor may be removed by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy (2) No

Councilor shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of Councilors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Councilors named in the notice. Only the named Councilor or Councilors may be removed at such meeting. If the vote of Councilors is to take place at a special assembly of Councilors, written notice of the proposed removal shall be delivered to all Councilors no less than twenty (20) days prior to such assembly. Written notice for removal must include the purpose of the assembly (i.e., removal) and the particular Councilor to be removed.

- 3.4 VACANCIES.** Vacancies occurring in the Council by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Councilors although less than a quorum of the Council. A Councilor elected by the Council to fill a vacancy shall serve until the next annual assembly of the membership. At such annual assembly, the members shall elect a person to the Council who shall serve for the remaining portion of the term.
- 3.5 ANNUAL ASSEMBLY.** The annual assembly of the Council shall be held at such place, date and hour as the Council may determine from time to time. At the annual assembly, the Council shall consider such business as may properly be brought before the assembly. If less than a quorum of the Councilors appears for such an annual assembly of the Council, the holding of such annual assembly shall not be required and matters which might have been taken up at the annual assembly may be taken up at any later regular, special or annual assembly or by consent resolution.
- 3.6 REGULAR AND SPECIAL ASSEMBLIES.** Regular assemblies of the Council may be held at such times and places as the Councilors may from time to time determine at a prior assembly or as shall be directed or approved by the vote or written consent of all the Councilors. Special assemblies of the Council may be called by the President or the Secretary-Treasurer, and shall be called by the President or the Secretary-Treasurer upon the written request of any two (2) Councilors.
- 3.7 NOTICE OF ASSEMBLIES OF THE COUNCIL.** Written notice of the time and place of all assemblies of the Council shall be given to each Councilor at least 10 days before the day of the assembly, either personally or by mailing such notice to each Councilor at the address designated by the Councilor for such purposes, or if none is designated, at the Councilor's last known address. Notices of special assemblies shall state the purpose or purposes of the assembly, and no business may be conducted at a special assembly except the business specified in the notice of the assembly. Notice of any assembly of the Council may be waived in writing before or after the assembly.
- 3.8 ACTION WITHOUT AN ASSEMBLY.** Any action required or permitted at any assembly of the Council or a committee thereof may be taken without an



assembly, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the Councilors and all of any non-Councilor committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Councilors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the corporate records. The action taken shall be effective when all the Councilors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all Councilors or all the committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Nonprofit Corporation Act of the State of Illinois.

- 3.9 QUORUM AND VOTING REQUIREMENTS.** A majority of the Councilors then in office and a majority of any committee appointed by the Council constitute a quorum for the transaction of business. The vote of a majority of the Councilors or committee members present at any assembly at which there is a quorum shall be the acts of the Council or the committee, except as a larger vote may be required by the laws of the State of Illinois, these bylaws or the Articles of Incorporation. A member of the Council or of a committee may participate in an assembly by conference telephone or similar communications equipment by means of which all persons participating in the assembly can hear one another and communicate with each other. Participation in an assembly in this manner constitutes presence in person at the assembly. No Councilor may act by proxy on any matter.
- 3.10 POWERS OF THE COUNCILORS.** The Councilors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c) (3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Illinois. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon Boards of Directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Councilors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.
- 3.11 COMPENSATION.** Councilors shall receive no compensation for their services on the Council. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Council

from providing reasonable compensation to a Councilor for services which are beyond the scope of his or her duties as Councilor or from reimbursing any Councilor for expenses actually and necessarily incurred in the performance of his or her duties as a Councilor.

#### **IV OFFICERS**

- 4.1 OFFICERS.** The officers shall be a President, a President-Elect, a Vice President, a Secretary, Treasurer, and a Recorder.
- 4.2 ELECTION AND TERM OF OFFICE.** The President, President-Elect, and Vice President of the Association shall be elected for terms of one year each. The Secretary, Treasurer, and Recorder shall be elected for three year terms. Officers of the Association shall be elected by majority vote of the Active, Allied Specialist, and Senior members during the AAES Business Meeting.
- 4.3 REMOVAL.** Any officer or agent may be removed with or without cause by the Council or other persons authorized to elect or appoint such officer or agent but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.
- 4.4 PRESIDENT.** The President shall preside at Council assemblies and the annual members' assembly. The President shall appoint members to all standing and ad hoc committees and shall serve as an ex-officio member of each. Successors to vacated offices of the Association shall be appointed by the President until the position is filled at the next annual assembly. The President shall prepare an address to the annual assembly of the Association.
- 4.5 PRESIDENT-ELECT.** The President-Elect, in the absence or incapacity of the President, shall perform the duties of the President's office.
- 4.6 VICE PRESIDENT.** In the absence or incapacity of both the President and the President-Elect, the Chair shall be assumed by the Vice President
- 4.7 SECRETARY.** The Secretary shall keep minutes of the Association and the Council, receive and care for all records belonging to the Association, and conduct the correspondence of the Association. The Secretary shall have the authority to certify the bylaws, resolutions of the members and Council.
- 4.8 RECORDER.** The Recorder shall receive the manuscripts and edition of the discussions. The Recorder shall be custodian for the transactions of the Association.

- 4.9 TREASURER.** The treasurer will oversee the finances of our organization and provide guidance to council regarding the fiscal impact of any decisions. This office will issue to all members a written report of the preceding year's transactions to be read to the Council and membership at the annual assembly. The Treasurer will prepare an annual report for audit.

## V

### INDEMNIFICATION

- 5.1 INDEMNIFICATION.** Each person who is or was a Councilor, member, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a Councilor, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise may be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Illinois as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Council, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Illinois as they may be in effect from time to time.

## VI

### COMMITTEES

- 6.1 COMMITTEES.** A majority of the Council may establish such committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Council may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.
- A. Standing committees of the Association shall consist of the Membership Committee, Program Committee, Education Committee, Research Committee, Information and Technology Committee, Accreditation Committee, Fellowship Committee, Foundation Committee, Community Based Surgeons, and CESQIP (Collaborative Endocrine Surgery Quality Improvement Program).
  - B. The Nominating Committee shall consist of the President and three immediate past Presidents. The most senior past President is chairman of the committee.
  - C. All committees shall be chaired by members appointed by the President with the advice of the Council.

**6.2 COMMITTEES OF COUNCILORS.** Unless the appointment by the Council requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the bylaws for action by the Council, the committee by majority vote of its members shall determine the time and place of meetings and the notice required thereof. To the extent specified by the Council or in the articles of incorporation or bylaws, each committee may exercise the authority of the Council under Section 108.05 of the Act; provided, however, a committee may not:

- A. Adopt a plan for the distribution of the assets of the corporation, or for dissolution;
- B. Approve or recommend to members any act the Act requires to be approved by members, except that committees appointed by the Council or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of Councilors or other committees involved in the process of electing Councilors may make recommendations to the members relating to electing Councilors;
- C. Fill vacancies on the Council or on any of its committees;
- D. Elect, appoint, or remove any officer or Councilor or member of any committee, or fix the compensation of any member of a committee;
- E. Adopt, amend, or repeal the bylaws or the articles of incorporation;
- F. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or
- G. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Council when the resolution or action of the Council provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

**6.3 Ad Hoc Committees.** As it is the purview of the president to create ad-hoc committees as needed for special projects of the society, and appoint members to said created committees, it is understood that these members will serve on a limited term of 1-3 years or based on the discretion of any newly elected

President. The purpose of these Ad Hoc committees will be in service to time limited projects not falling directly within the purview of standing committees.

## **VII AMENDMENTS**

- 7.1 AMENDMENTS.** These bylaws may be amended at the annual assembly of the membership provided a notice setting forth the amendment or a summary of the changes to be effected thereby is given to each member entitled to vote thereon in the manner and within the time provided in these bylaws for notice of the assembly. These bylaws may be amended at the annual assembly by a two-thirds affirmative vote of the members present. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

## **VIII BOOKS AND RECORDS**

- 8.1 BOOKS AND RECORDS.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council and committees having any of the authority of the Council, and shall keep at the registered or principal office a record giving the names and addresses of the Council and members entitled to vote. All books and records of the corporation may be inspected by any Councilor or member entitled to vote, or his or her agent or attorney for any proper purpose at any reasonable time.

## **IX PARLIAMENTARY AUTHORITY**

- 9.1 PARLIAMENTARY AUTHORITY.** The rules of parliamentary procedure in "Robert's Rules of Order, Revised", shall govern the proceedings of the assemblies of this corporation, subject to all other rules contained in the Articles of Incorporation and Bylaws and except that proxy voting shall be allowed in accordance with the Nonprofit Corporation Act of the State of Illinois.

## **X SEVERABILITY**

- 10.1 SEVERABILITY.** Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.